



Signed and Filed: December 4, 2020

DENNIS MONTALI  
U.S. Bankruptcy Judge

Paul R. Glassman (SBN 76536)  
STRADLING YOCCA CARLSON &  
RAUTH, P.C.  
10100 N. Santa Monica Boulevard,  
Suite 1400  
Los Angeles, CA 90067  
Telephone: (424) 214-7000  
Facsimile: (424) 214-7010  
Email: pglassman@sycr.com

Mia S. Brown (SBN 242268)  
General Counsel  
SOUTH SAN JOAQUIN  
IRRIGATION DISTRICT  
11011 E. Highway 120  
Manteca, CA 95336  
Telephone: (209) 249-4600  
Facsimile: (209) 249-4692  
Email: mbrown@ssjid.com

Attorneys for Creditor and Party-In-Interest,  
South San Joaquin Irrigation District

**UNITED STATES BANKRUPTCY COURT  
NORTHERN DISTRICT OF CALIFORNIA  
SAN FRANCISCO DIVISION**

**In Re:**

**PG&E CORPORATION**

**- and -**

**PACIFIC GAS AND ELECTRIC  
COMPANY,**

**Debtors.**

Bankruptcy Case  
No. 19 - 30088 (DM)

Chapter 11  
(Lead Case) (Jointly Administered)

**ORDER APPROVING STIPULATION  
BETWEEN REORGANIZED DEBTORS  
AND SOUTH SAN JOAQUIN  
IRRIGATION DISTRICT REGARDING  
THE STATE COURT ACTIONS IN  
WHICH SSJID AND THE UTILITY ARE  
PARTIES**

Related to Dkt. Nos. 8015, 8048, 8053, and 9673

- ☐ Affects PG&E Corporation
- ☐ Affects Pacific Gas and Electric Company
- ☒ Affects both Debtors

No Hearing Required

*\*All papers shall be filed in the Lead Case,  
No. 19-30088 (DM).*

1           The Court having considered the *Stipulation Between Reorganized Debtors and South*  
2 *San Joaquin Irrigation District Regarding the State Court Actions in Which SSJID and the*  
3 *Utility are Parties* (the “**Stipulation**”),<sup>1</sup> entered into by PG&E Corporation and Pacific Gas and  
4 Electric Company, as debtors and reorganized debtors (collectively, the “**Debtors**” or as  
5 reorganized pursuant to the Plan, the “**Reorganized Debtors**”) in the above-captioned chapter 11  
6 cases (the “**Chapter 11 Cases**”), and South San Joaquin Irrigation District (“**SSJID**” and  
7 together with the Reorganized Debtors, the “**Parties**”), filed on December 2, 2020 as Docket No.  
8 9673; and, pursuant to such Stipulation and agreement of the Parties, and this Court having  
9 reviewed the record in these cases, and good cause appearing,

10           IT IS HEREBY ORDERED:

- 11           1.       The Stipulation is hereby approved.
- 12           2.       The Eminent Domain Action and the LAFCo Action do not assert Claims as  
13 defined in section 101(5) of the Bankruptcy Code and are actions “to exercise the power of  
14 eminent domain and any related or ancillary power or authority of a Governmental Unit” within  
15 Section 10.13(e) of the Plan and Paragraph 65a.(v) of the Confirmation Order. Copies of Section  
16 10.13 of the Plan and Paragraph 65 of the Confirmation Order are annexed hereto as **Exhibit A**.
- 17           3.       Nothing contained herein or in the Stipulation shall in any way affect or prejudice  
18 any of the Parties’ rights, claims, or remedies in connection with the State Court Actions, except  
19 as may be necessary to enforce this Order or the Stipulation.
- 20           4.       The Stipulation and this Order shall be binding on the Parties and each of their  
21 successors in interest.
- 22           5.       The Bankruptcy Court retains jurisdiction to resolve any disputes or controversies  
23 arising from the Stipulation and this Order.

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27 <sup>1</sup> Capitalized terms used but not herein defined shall have the meanings ascribed to them in the  
28 Stipulation.

1 APPROVED AS TO FORM AND CONTENT:

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3 WEIL, GOTSHAL & MANGES LLP  
4 KELLER BENVENUTTI KIM LLP

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By: /s/ Jessica Liou  
Jessica Liou

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7 *Attorneys for Reorganized Debtors*

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\*\*\* END OF ORDER \*\*\*

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**EXHIBIT A**

**Copy of Section 10.13 of the Plan:**

**10.13 Special Provisions for Governmental Units.** Solely with respect to Governmental Units, nothing herein shall limit or expand the scope of discharge, release, or injunction to which the Debtors or the Reorganized Debtors are entitled under the Bankruptcy Code. Further, nothing herein, including Sections 10.8 and 10.9 hereof, shall discharge, release, enjoin, or otherwise bar (a) any liability of the Debtors or the Reorganized Debtors to a Governmental Unit arising on or after the Confirmation Date, (b) any liability to a Governmental Unit that is not a Claim, (c) any affirmative defense, valid right of setoff or recoupment of a Governmental Unit, (d) any police or regulatory action by a Governmental Unit (except with respect to any monetary amount related to any matter arising prior to the Petition Date), (e) any action to exercise the power of eminent domain and any related or ancillary power or authority of a Governmental Unit, (f) any environmental liability to a Governmental Unit that the Debtors, the Reorganized Debtors, any successors thereto, or any other Person or Entity may have as an owner or operator of real property after the Confirmation Date, or (g) any liability to a Governmental Unit on the part of any Persons or Entities other than the Debtors or the Reorganized Debtors, except that nothing in this Section 10.13 shall affect the exculpation in Section 10.8 hereof or the Debtors' releases in Section 10.9 hereof. Nothing herein shall enjoin or otherwise bar any Governmental Unit from asserting or enforcing, outside the Bankruptcy Court, any of the matters set forth in clauses (a) through (g) above. Nothing herein shall affect the treatment of Environmental Claims and Environmental Performance Obligations as specified in Sections 4.10 and 4.30 hereof.

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**Copy of Paragraph 65 of the Confirmation Order:**

**65. Special Provisions for Governmental Units.**

a. Solely with respect to Governmental Units, nothing in the Plan or this Confirmation Order shall limit or expand the scope of discharge, release, or injunction to which the Debtors or the Reorganized Debtors are entitled under the Bankruptcy Code. Further, nothing in the Plan or this Confirmation Order, including Sections 10.8 and 10.9 of the Plan, shall discharge, release, enjoin, or otherwise bar (i) any liability of the Debtors or the Reorganized Debtors to a Governmental Unit arising on or after the Confirmation Date, (ii) any liability to a Governmental Unit that is not a Claim, (iii) any affirmative defense, valid right of setoff or recoupment of a Governmental Unit, (iv) any police or regulatory action by a Governmental Unit (except with respect to any monetary amount related to any matter arising prior to the Petition Date), (v) any action to exercise the power of eminent domain and any related or ancillary power or authority of a Governmental Unit, (vi) any environmental liability to a Governmental Unit that the Debtors, the Reorganized Debtors, any successors thereto, or any other Person or Entity may have as an owner or operator of real property after the Confirmation Date, or (vii) any liability to a Governmental Unit on the part of any Persons or Entities other than the Debtors or the Reorganized Debtors, except that nothing in Section 10.13 of the Plan or in this Paragraph 65 shall affect the exculpation in Section 10.8 of the Plan and Paragraph 54 of this Confirmation Order or the Debtors' releases in Section 10.9 of the Plan and Paragraph 55 of this Confirmation Order. Nothing in the Plan or this Confirmation

1 Order shall enjoin or otherwise bar any Governmental Unit from asserting or enforcing, outside  
2 the Bankruptcy Court, any of the matters set forth in clauses (i) through (vii) above. Nothing in  
3 the Plan or this Confirmation Order shall affect the treatment of Environmental Claims and  
Environmental Performance Obligations as specified in Sections 4.10 and 4.30 of the Plan.

4 b. The identification of amounts paid under the Plan and this Confirmation Order as  
5 “restitution” does not preempt the California Franchise Tax Board’s rights of review and  
determination as to the deductibility of such amounts as having been paid in restitution for  
California franchise tax purposes.